

## NYSCHP BYLAWS

### CHAPTER IV. BOARD OF DIRECTORS

- ARTICLE I. Composition: The Board of Directors shall consist of the Officers, Chairperson of the House of Delegates and six Directors and an Executive Director, a non-voting member. No person shall serve in any dual capacity on the Board of Directors.
- ARTICLE II. Officers: The President of the Council shall serve as Chairperson of the Board of Directors. The President-Elect shall serve as Vice Chairperson of the Board of Directors. The Executive Director shall serve as Secretary of the Board of Directors.
- ARTICLE III. Committees of the Board: The Board of Directors shall designate the following committees to report directly to the Board.
- A. Executive Committee: The Executive Committee shall consist of five voting members: the President, the President-Elect, the Immediate Past President, the Vice President of Public Policy and the Treasurer. The President shall serve as Chairperson. The Executive Committee shall meet during intervals between Board of Directors meetings. All actions of the Executive Committee are subject to the approval of the Board of Directors. The Committee shall have authority to make and implement policies and/or procedures of an emergent nature subject to final concurrence by the Board of Directors. The Executive Committee shall be responsible for general supervision and guidance of the Executive Director.
  - B. Committee on Finance: The Committee on Finance shall consist of five voting members: the President, the President-Elect, the Immediate Past President, the Vice President of Public Policy and the Treasurer. The Treasurer shall serve as Chairperson. The Committee on Finance shall establish an operating bank account in the name of the New York State Council of Health-system Pharmacists, maintaining a general ledger which shall individually record the financial details of the Council's activities. The Committee on Finance shall prepare a budget for the period of January 1 to December 31 of the succeeding year and submit it to the Board of Directors for approval.
- ARTICLE IV. Other Committees: The President shall appoint such additional committees as are deemed necessary in order to carry out the responsibilities and programs of the Council.
- ARTICLE V. Recording of Committee Meetings: If a matter is presented at a committee meeting merely for informational purposes, it shall be

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acknowledged in the form of an informal statement or suggestion in the records of the meeting. If a matter is considered at a committee meeting which requires no action from higher Council authority, the action shall be expressed as "Voted" in the records of the meeting. If a matter is considered at a committee meeting which requires action from higher Council authority, the action shall be recorded as "Voted to Recommend" in the records of the meeting. It shall be the responsibility of the respective Director or Officer of the Board of Directors to bring the attention of the Board of Directors all "Votes to Recommend," along with an explanation of the sentiment expressed at the committee meeting. It shall be further responsibility of the Director or officer of the Board of Directors to convey back to the committee the resultant action of the Board of Directors with appropriate explanation.

ARTICLE VI. Meetings: The Board of Directors shall meet prior to the Annual Meetings of the Council. In addition, it shall meet at the call of the Chairperson, or upon application, in writing, of any three members of the Board. When it is not possible to physically hold a meeting of the Board of Directors, Executive Committee or Committee of Finance, such meetings may be held by telephone conference call, provided that each member of the Board or Committee shall receive notice of such meeting, either in writing or by telephone no less than seven days prior to the meeting. For such meetings, the requirements for a quorum shall be two-thirds of the members of the Board or Committee. No more than one-half of the regularly scheduled meetings may be held by conference call. Written minutes of such telephone conference call shall be distributed to the entire Board of Directors or Committee and shall be subject to review and adoption at the next regular meeting of the board or Committee.

ARTICLE VII. Quorum: A majority of the Board of Directors shall constitute a quorum.

ARTICLE VIII. Responsibilities: The Board of Directors shall represent the Council as the official voice for pharmacists practicing in organized health care settings in New York State. The Board of Directors shall have charge of the property of the Council; shall have authority to control and manage the affairs and funds of the Council and shall make decisions regarding the acts of committees and officers. Between sessions of the House of Delegates, the Board shall act on administrative, fiscal and other matters that are consistent with these Bylaws or any prior action taken by the House of Delegates. It shall report action taken on any major policy matters at the next meeting of the House of Delegates. The Board of Directors shall establish and review long-term objectives of the Council and establish the priority of all programs and activities.

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The Board of Directors shall create, review and modify the professional policies of the Council and submit those policies to the House of Delegates for action under Chapter VI. The Board of Directors shall approve or disapprove all recommendations of Council committees set forth in Chapter III, Article V and any committee or group created by, or which reports to the Board of Directors. The Board of Directors shall approve all nominations to Council committees as set forth in Chapter III, Article V.

ARTICLE IX. Authority: The Board of Directors shall have authority to assign a specific matter to any officer or committee for its consideration. In the event the Board acts unfavorably to a recommendation received from an officer or committee, the matter shall be returned with explanation for further deliberation. The Board shall have final authority over any matter requiring the expenditure of Council funds, and the determination of proposals which shall be submitted to the House of Delegates for approval. Officers or committees shall not attempt to secure funds independently from sources outside the Council without prior approval of the Board of Directors, or independently contact other organizations unless authorized by the Board of Directors or the President.